

PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**PROPOSED ORDER GRANTING APPLICATIONS FOR ALLOWANCE
OF FINAL COMPENSATION AND REIMBURSEMENT OF EXPENSES
OF THE EXAMINER AND HIS PROFESSIONALS**

Upon consideration of the applications for allowance of final compensation and reimbursement of expenses of: (i) Arthur J. Gonzalez, Chapter 11 Examiner, for professional services rendered and expenses incurred for the period July 3, 2012 through and including May 31, 2013 [Docket No. ____], (ii) Chadbourne & Parke LLP, counsel to the Examiner, for professional services rendered for the period July 11, 2012 through and including October 31, 2013 [Docket No. ____], (iii) Mesirow Financial Consulting, LLC, financial advisor to the Examiner, for professional services rendered and expenses incurred for the period July 24, 2012 through and including [____][Docket No. ____], (iv) Wolf Haldenstein Adler Freeman & Herz LLP, conflicts counsel to the Examiner, for professional services rendered and expenses incurred

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Declaration of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings, filed with the Court on May 14, 2012. Additional subsidiaries and affiliates of the Debtors may file Chapter 11 petitions on a rolling basis. As used herein, the term “Debtors” includes any such entities.

for the period October 15, 2012 through and including April 30, 2013 [Docket No. ____], and (v) Leonard, Street and Deinard Professional Association, special Minnesota counsel to the Examiner, for professional services rendered and expenses incurred for the period April 15, 2013 through and including May 31, 2013 [Docket No. ____] (the “Final Applications”); and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(6), 2002 (c)(2) and 2002(m) to the parties and in the manner required by this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated July 17, 2012 [Docket No. 797]; and due consideration having been given to all pleadings related to the Final Applications; and a hearing having been held before this Court to consider the Final Applications on December 17, 2013 (the “Hearing”); and based upon the record of the Hearing; and sufficient cause having been shown therefor; it is hereby

ORDERED, that pursuant to section 330 of the Bankruptcy Code, the Final Applications are granted on a final basis to the extent set forth on **Schedules A and B** annexed hereto; and it is further

ORDERED, that the Debtors are authorized to pay 100% of the allowed professional fees and 100% of the allowed expenses as detailed in **Schedules A and B** no later than December 31, 2013; and it is further

ORDERED, that the Examiner and his professionals shall be authorized to seek compensation for any reasonable fees for professional services rendered and reimbursement of actual and necessary expenses incurred, in each case and prior to the effective date of any plan of reorganization of the Debtors, in connection with, among other things, any cooperation,

assistance, responses (to discovery requests or otherwise), or other services provided by the Examiner or his professionals, which payment and reimbursement shall be sought pursuant to further application to the Court; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Date: December ____, 2013

MARTIN GLENN
United States Bankruptcy Judge

SCHEDULE A

Current Fee Period

Case Name: Residential Capital, LLC, et al.
Case No.: 12-12020 (MG)

Applicant	Date/Docket Number of Application	Fees Requested on Application	Fees Allowed	Fees to be Paid for Current Fee Period	Fees to be Paid for Prior Fee Period(s) (if any) (i.e., holdback release)	Total Fees to be Paid	Expenses Requested on Application	Expenses Allowed
Arthur J. Gonzalez	Nov. 18, 2013 Dkt. No.[]	\$45,750.00					.00	.00
Chadbourne & Parke LLP	Nov. 18, 2013 Dkt. No.[]	\$2,728,057.50					\$814,712.64	
Mesirow Financial Consulting, LLC	Nov. 18, 2013 Dkt. No.[]	\$2,899,686.00					\$12,752.00	
Wolf Haldenstein Adler Freeman & Herz LLP	Nov. 18, 2013 Dkt. No.[]*	n/a	n/a	n/a			n/a	n/a
Leonard, Street and Deinard Professional Association	Nov. 18, 2013 Dkt. No.[]	\$11,897.00					\$1,865.00	

* Wolf Haldenstein Adler Freeman & Herz LLP did not incur any fees or expenses during the Current Interim Period.

Date: December __, 2013

Initials: _____ USBJ

SCHEDULE B

Total Fees and Expenses (Including Prior Fee Periods)

Case Name: Residential Capital, LLC, et al.

Case No.: 12-12020 (MG)

Applicant	Total Fees Requested	Total Fees Allowed	Total Expenses Requested	Total Expenses Allowed
Arthur J. Gonzalez	\$568,612.50		\$.00	
Chadbourne & Parke LLP	\$46,818,245.66		\$2,990,547.82	
Mesirow Financial Consulting, LLC	\$39,535,526.00		\$344,747.00	
Wolf Haldenstein Adler Freeman & Herz LLP	\$82,997.85		\$1,670.56	
Leonard, Street and Deinard Professional Association	\$100,000.00		\$4,210.00	

Date: December ____, 2013

Initials: _____ USBJ